

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|  |   |                          |
|--|---|--------------------------|
| <b>In re:</b>                          | § |                          |
|  | § | <b>CASE NO. 15-30786</b> |
| <b>CALMENA ENERGY SERVICES INC.,</b>   | § |                          |
|  | § | <b>Chapter 15</b>        |
| <b>Debtor in a foreign proceeding.</b> | § |                          |
| <hr/>                                  |   |                          |
| <b>In re:</b>                          | § |                          |
|  | § | <b>CASE NO. 15-30787</b> |
| <b>CALMENA ENERGY SERVICES (USA)</b>   | § |                          |
| <b>CORP.,</b>                          | § | <b>Chapter 15</b>        |
|  | § |                          |
| <b>Debtor in a foreign proceeding.</b> | § |                          |
| <hr/>                                  |   |                          |
| <b>In re:</b>                          | § |                          |
|  | § | <b>CASE NO. 15-30789</b> |
| <b>CALMENA DRILLING SERVICES</b>       | § |                          |
| <b>LLC,</b>                            | § | <b>Chapter 15</b>        |
|  | § |                          |
| <b>Debtor in a foreign proceeding.</b> | § |                          |
| <hr/>                                  |   |                          |
| <b>In re:</b>                          | § |                          |
|  | § | <b>CASE NO. 15-30790</b> |
| <b>CALMENA DRILLING SERVICES US</b>    | § |                          |
| <b>LP,</b>                             | § | <b>Chapter 15</b>        |
|  | § |                          |
| <b>Debtor in a foreign proceeding.</b> | § |                          |
| <hr/>                                  |   |                          |

**RECEIVER'S MOTION FOR JOINT ADMINISTRATION**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING. REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Now comes Ernst & Young Inc. (“**EY**”), as the court-appointed receiver (the “**Receiver**”) based upon the Receivership Order dated January 20, 2015, evented by the Court of Queen’s Bench of Alberta in the Judicial Centre of Calgary, Canada (the “**Canadian Proceeding**”), and authorized foreign representative of the above-captioned Debtors<sup>1</sup> to file this *Receiver’s Motion for Joint Administration* (the “**Motion**”), and states:

**I.**  
**JURISDICTION, VENUE, AND CORE ALLEGATIONS**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and 1334(a) and (b) and 11 U.S.C. § 1501 of the Bankruptcy Code. Venue is proper in this district pursuant to 28 U.S.C. § 1410. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

**II.**  
**PRELIMINARY STATEMENT**

2. The Debtors are part of a group of Canadian-based companies that have been placed into a receivership proceeding under the Bankruptcy and Insolvency Act in Canada, which is a foreign proceeding within the meaning of 11 U.S.C. § 101(23). The Receiver is the Canadian court-appointed receiver, who is a foreign representative within the meaning of § 101(24). The Receiver seeks joint administration of these four affiliated Debtors’ chapter 15 bankruptcy cases in accordance with Bankruptcy Local Rule 1015–1. Joint Administration is typically not contested, and it a standard first-day order in complex cases. Joint administration will result in savings to the Debtors and in ease of administration for the court and the creditors. To that end, contemporaneously with the filing of the Motion the Receiver has filed the *Receiver’s Motion to Limit Service*.

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<sup>1</sup> The Debtors are Calmena Energy Services Inc.; Calmena Energy Services (USA) Corp.; Calmena Drilling Services LLC; and Calmena Drilling Services US LP.

**III.**  
**SUPPORT FOR THE MOTION**

3. The Receiver attaches the following Exhibit to the Motion.

| <b>Exhibit</b> | <b>Description</b>  | <b>Comment</b> |
|----------------|---|----------------|
| A              | Form of Order Granting Receiver's Motion for Joint Administration |                |

4. The Receiver also requests that the Court take judicial notice of the records in the above-referenced bankruptcy cases and relies upon the *Receiver's Notice of Filing of Documents in Support of First Day Motions* (the “**Notice**”) filed contemporaneously with the Motion.

**IV.**  
**BACKGROUND**

**A. The Debtors.**

5. The above-referenced Debtors are four affiliated entities under the ambit of Calmena Energy Services Inc. (“**Calmena**” or “**CESI**”), an international oilfield services company providing well bore construction services and both conventional and directional drilling. The name “Calmena” is derived from the acronym “CALAMENA,” which represents the locations around the world in which the various affiliates of the above-referenced Debtors have operated—CA: Canada, AL: Alberta, CAL: Calgary, LA: Latin America, ME: Middle East and Mexico, NA: North Africa and North America.

6. Although various Calmena Entities (defined below) work in resource basins internationally, the control and operations are anchored in Calgary, the site of the headquarters, senior management, financial services, strategic operations, safety auditors, and investor relations. CESI is a public company in Canada with shares trading on the Toronto Stock Exchange under the ticker symbol CEZ.

7. The four Debtor entities include: CESI, which is the 100-percent Canadian parent company of Calmena Energy Services (USA) Corp. (“**CES USA Corp.**”). CES USA Corp. is in

turn the 100-percent owner of Calmena Drilling Services LLC (“**Drilling LLC**”) and owns ninety-nine percent of Calmena Drilling Services US LP (“**Drilling LP**”). Drilling LLC owns the remaining one-percent interest in Drilling LP.

8. Eleven entities are subject to the Receivership Order in the Canadian Proceeding. In addition to the above-referenced Debtors, the following related entities are subject to the Receivership Order: Calmena Energy Holdings Ltd.; Calmena Energy Services Operating Limited Partnership; 1414995 Alberta Ltd.; BW Services Luxembourg Sarl; BWES Services de Mexico, S. de. R.L. de C.V.; Pan American Drilling S. de R.L. de C.V.; and Calmena Luxembourg Holdings S.a.r.l. (the “**Non-Debtor Entities**”). The Non-Debtor Entities are all affiliates of the above-referenced Debtors but are not included in the U.S. chapter 15 cases.

9. CESI, the Canadian parent and affiliate of the above-referenced Debtors and the Non-Debtor Entities, also has several other affiliates not included in either the U.S. chapter 15 cases or the Canadian Proceedings (the “**Other Entities**”). The above-referenced Debtors, the Non-Debtor Entities, and the Other Entities may be referenced collectively as the “**Calmena Entities.**”

## **B. The Canadian Proceeding.**

10. The Bankruptcy and Insolvency Act (“**BIA**”) is the one of two pieces of federal legislations in Canada applicable to bankruptcies and insolvencies.<sup>1</sup> Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (Can.). The BIA governs both voluntary and involuntary bankruptcy liquidations and provides for debtor reorganizations.

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<sup>1</sup> The second federal legislation in Canada concerning bankruptcies and insolvencies is the Companies’ Creditors Arrangement Act (“**CCAA**”), which affords financially troubled corporations the opportunity to restructure their financial affairs through a “Plan of Arrangement.” Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (Can.). The CCAA process is akin to chapter 11 of the Bankruptcy Code, affording companies an opportunity to restructure operations rather than liquidate. See *In re Fracmaster, Ltd.*, 237 B.R. 627, 629 n.3 (Bankr. E.D. Tex. 1999).

11. The BIA also authorizes a court to appoint a receiver upon application by a secured creditor. *Id.* § 243(1). Such court-appointed receivers are given a mandate and specific powers as set out in the order appointing the receiver. These duties typically include: (1) taking possession and control of the property and assets of the debtor; (2) marketing and selling such property and assets in a commercially reasonable manner (whether as a going concern, en-bloc, or otherwise) and under the supervision and approval of the appointing court; and (3) distributing the proceeds of such sales to the stakeholders in accordance with the legal entitlement. The appointing court has broad discretion to authorize the receiver to “take any other action that the court considers advisable.” *Id.* § 243(1)(c).

12. A court-appointed receiver under the BIA is a “national” receiver, meaning that a receiver administers assets in each of Canadian’s ten provinces and three territories typically without further order of provincial courts. The BIA and its related legislation (the Companies’ Creditors Arrangement Act) are federal legislation. But provincial legislative jurisdiction governs property and civil rights, potentially affecting some insolvency-related matters, similar to the interplay between state and federal law in the United States. Nonetheless, the BIA provides a statutory framework for a court-appointed receiver to carry out its mandate on a national basis rather than relying on the various provincial statutes or courts for its authority.

13. The Receivership Order against the Debtors in the Canadian proceeding is based upon the powers available under section 243(1) of the BIA. The Receivership Order entered by the Court of Queen’s Bench of Alberta in the Judicial Centre of Calgary, Canada (the “**Canadian Court**”) includes a request by the Canadian Court for “aid and recognition by any court . . . having jurisdiction in Canada, the United States . . . , and any other jurisdiction in which the [Debtor’s property] may be located, to give effect to [the Receivership Order] and to assist the

Receiver and its agents in carrying out the terms of [the Receivership Order].” Receivership Order ¶ 28.

14. On February 5, 2015, the Receiver filed Official Form No. 1 chapter 15 petitions for each of the above-referenced Debtors pursuant to 11 U.S.C. §§ 1504, 1509(a), and 1515(a). Pursuant to the Receivership Order, the Receiver is a foreign representative in a foreign proceeding, and seeks relief under chapter 15 of the Bankruptcy Code (the “Code”).

**V.**  
**RELIEF REQUESTED**

**A. Description of the Cases to Be Administered Jointly.**

15. The Receiver provides the following information about how the four affiliated Debtors would be administered jointly. The name and case number of each case sought to be jointly administered are:

| <b>Debtor Name</b>                  | <b>Case No.</b> |
|-------------------------------------|-----------------|
| Calmena Energy Services Inc.        | 15–30786        |
| Calmena Energy Services (USA) Corp. | 15–30787        |
| Calmena Drilling Services LLC       | 15–30789        |
| Calmena Drilling Services US LP     | 15–30790        |

16. The proposed style and case number to be used on subsequent pleadings if joint administration is ordered is:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|  |   |                             |
|--|---|-----------------------------|
| <b>In re:</b>  | § |                             |
|  | § |                             |
| <b>CALMENA ENERGY SERVICES INC.,<br/>et al.,<sup>1</sup></b> | § | <b>CASE NO. 15–30786</b>    |
|  | § | <b>Jointly Administered</b> |
|  | § |                             |
|  | § | <b>Chapter 15</b>           |
| <b>Debtors in a foreign proceeding.</b>                      |   |                             |

<sup>1</sup> The Debtors are Calmena Energy Services Inc.; Calmena Energy Services (USA) Corp.; Calmena Drilling Services LLC; and Calmena Drilling Services US LP.

17. The Receiver will propose amendments or consolidation of mailing lists as necessary to ensure due process and proper notice in future filings.

**B. Need for Joint Administration.**

18. Federal Rule of Bankruptcy Procedure 1015(b) allows for the joint administration of a debtor and its affiliates. Each of the Debtors are related in the same corporate family and are managed by the same management. The Receiver intends to continue the orderly liquidation of the assets and winding up of operations for all of the Debtors in accordance with the parameters of the Receivership Order and oversight of this Court and the Canadian Court. Joint administration will result in savings to the Debtor and to the creditor body and will save the Court and the clerk's office time by avoiding multiple filings in multiple cases. Otherwise, virtually each time a document is filed, it will likely need to be filed at least four times. The proposed form of order submitted as **Exhibit A** complies with the form included in appendix B of the Bankruptcy Local Rules and has the check-box options dictated by that form order.

**VI.  
PRAYER**

WHEREFORE, the Receiver respectfully requests that the Court enter the proposed order attached as **Exhibit A** to the Motion, granting the relief requested herein, and grant all other relief, at law or in equity, to which the Receiver is justly entitled.

Dated: February 6, 2015

Respectfully submitted,

**NORTON ROSE FULBRIGHT US LLP**

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**COUNSEL FOR CANADIAN RECEIVER**

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing *Receiver's Motion for Joint Administration* has been served upon the persons entitled to notice on the attached service list by either U.S. first class mail, postage prepaid or by electronic notification on February 6, 2015.

/s/ Timothy S. Springer



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